



NOVUS HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 2008/011165/06
JSE Code: NVS ISIN: ZAE000202149
("Novus Holdings" or the "Company" or the "Group")

FORM OF PROXY (BLUE) IN RESPECT OF THE GENERAL MEETING OF SHAREHOLDERS (for use by Certificated Shareholders and Own-Name Dematerialised Shareholders only)

The definitions and interpretations commencing on page 8 of the Circular to which this Form of Proxy (blue) is attached shall, unless the context clearly requires otherwise, apply to this Form of Proxy (blue).

For use by Certificated Shareholders and Own-Name Dematerialised Shareholders at the General Meeting convened in terms of the Companies Act to be held at 11:00 on Friday, 4 November 2022 (or any rescheduled, postponed or adjourned date and time in accordance with, amongst others, the provisions of section 64 of the Companies Act and the Company's MOI), at the registered offices of the Company, 10 Freedom Way, Montague Gardens, Cape Town, 7441, to consider, and if deemed fit, to approve with or without modification, the Resolutions.

Dematerialised Shareholders holding Shares other than with Own-Name Registration, must inform their CSDP or Broker of their intention to attend and participate in the General Meeting, and request their CSDP or Broker to issue them with the necessary letter of representation to attend and participate in the General Meeting, or provide their CSDP or Broker with their instructions should they not wish to attend and participate in the General Meeting. Letters of representation must be lodged with the Transfer Secretaries by the commencement of the General Meeting (including any rescheduled, adjourned or postponed meeting). Such Shareholders must not use this Form of Proxy (blue).

I/We (Please PRINT names in full) _____
of (address) _____
Telephone number _____ Cell phone number _____
Email address _____
being the holder(s) of _____ Shares
do hereby appoint (see notes 1 and 2):

1. _____ or failing him/her,
2. _____ or failing him/her,

3. The chairperson of the General Meeting
as my/our proxy to attend and participate on behalf of, me/us at the General Meeting (or any postponement or adjournment thereof) for purposes of considering and, if deemed fit, passing, with or without modification, the Resolutions to be proposed thereat and at each postponement or adjournment thereof and to vote for and/or against the Resolutions and/or abstain from voting in respect of the Shares registered in my/our name(s), in accordance with the following instructions and otherwise in accordance with the Companies Act, the Company's MOI and the terms of the attached notes:

	For	Against	Abstain
Ordinary Resolution Number 1 – Approval of the Proposed Acquisition			
Ordinary Resolution Number 2 – Signing Powers			

Signed at _____ on _____

Signature _____

Capacity of signatory (where applicable)

Note: Authority of signatory to be attached – see notes 10 and 11.

Assisted by me (where applicable)

Full name _____

Capacity _____

Signature _____

SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT

In terms of section 58 of the Companies Act:

- A shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder of that company) as a proxy to participate in, and speak and vote at, a shareholders' meeting or give or withhold written consent on behalf of such shareholder to a decision contemplated in section 60 of the Companies Act.
- A proxy appointment must be in writing, dated and signed by the relevant shareholder and remains valid for one year after the date of signature or any longer or shorter period set out in the proxy itself, unless revoked in terms of sections 58(4), (5) or (8) of the Companies Act.
- Except to the extent that the memorandum of incorporation of a company provides otherwise, a shareholder may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder and a copy of the instrument appointing a proxy must be delivered to the company or to a person authorised on its behalf, before the proxy exercises any rights at a shareholders meeting.
- Except to the extent that the memorandum of incorporation of a company provides otherwise, a proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy.
- Irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder.
- Any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise.
- If an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company.
- The revocation of a proxy constitutes a complete and final cancellation of the proxy's authority on the later of the date stated in the revocation instrument or the date on which the instrument was delivered in terms of section 58(4) of the Companies Act.
- A proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise.
- If the instrument appointing a proxy or proxies has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's memorandum of incorporation to be delivered to a shareholder must be delivered by such company to:
 - the relevant shareholder; or
 - the proxy or proxies, if the relevant shareholder has: (i) directed such company to do so, in writing and (ii) paid any reasonable fee charged by such company for doing so.
- An invitation from a company to appoint a proxy or the supply by a company of a proxy form must be sent to every shareholder entitled to notice of the meeting and, in terms of section 58(3)(b) of the Companies Act, the invitation or proxy must include a summary of section 58 of the Companies Act, contain adequate spaces for completion by the shareholder of the identity of the relevant proxy or an alternative name, contain adequate spaces for the shareholder to indicate the manner in which the proxy must vote or abstain in respect of the relevant resolutions, and the company must not require that a proxy be made irrevocable.
- Unless revoked, in terms of section 58(3)(d) of the Companies Act, an appointment of a proxy pursuant to this Form of Proxy (blue) remains valid only until the end of the General Meeting of Shareholders or any adjournment of such General Meeting or any postponed meeting.
- Sections 58(3)(b) and (d) of the Companies Act do not apply if a company supplies a generally available standard form of proxy appointment on request of a shareholder.

Notes:

1. Shareholders who hold Dematerialised Shares other than with Own-Name Registration:
 - 1.1. who wish to attend and participate in the General Meeting may do so by requesting the registered holder, being their CSDP, Broker or nominee, to issue them with a letter of representation;
 - 1.2. who do not wish to attend and participate in the General Meeting but wish to vote (or abstain from voting) thereat must provide the registered holder, being the CSDP, Broker or nominee, with their instructions. The instructions must reach the registered holder in sufficient time to allow the registered holder to exercise such vote on their behalf.
2. Each Shareholder is entitled to appoint any natural person (or two or more natural persons concurrently), none of whom need be a Shareholder, to attend and participate in the General Meeting, in place of that Shareholder at the General Meeting, provided that a Shareholder may appoint only 1 (one) proxy to exercise voting rights attached to different securities held by a Shareholder.
3. A Shareholder entitled to attend and vote at the General Meeting may insert the name of a proxy or the names of two alternative proxies of the Shareholder's choice in the space/s provided with or without deleting "the chairperson of the General Meeting" but the Shareholder must initial any such deletion. The person whose name stands first on the Form of Proxy (blue) and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are indicated, the proxy shall be exercised by the chairperson of the General Meeting.
4. All Resolutions put to the vote shall be decided by a polled vote if demanded in accordance with clause 26.3 of the MOI of the Company. A shareholder is entitled to 1 (one) vote on a show of hands irrespective of the number of Shares held and on a poll to 1 (one) vote per Share held.
5. A Shareholder's instructions to the Proxy must be indicated by inserting the relevant number of votes exercisable by the Shareholder in the appropriate box(es). An 'X' in the appropriate box indicates the maximum number of votes exercisable by that Shareholder in respect of the Resolution in question, otherwise the instructions to the proxy by the relevant Shareholder must be indicated by the insertion of the relevant number of voting rights exercisable by that Shareholder in the appropriate space (box) provided. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit. A Shareholder or his/her proxy is not obliged to use all the votes exercisable by such Shareholder, or to cast all those votes exercised in the same way, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by such Shareholder.
6. Completed Forms of Proxy (blue) and the authority (if any) under which they are signed must be lodged with or posted to JSE Investor Services at 13th Floor, Ameshoff Street, Johannesburg, 2001 (PO Box 4844, Johannesburg, 2000) or via email at meetingservices@seinvestorservices.co.za, recommended to be received by them, for administrative purposes, by no later than 11:00 on Wednesday, 2 November 2022.
7. The completion and lodging of this Form of Proxy (blue) will not preclude the relevant Shareholder from attending and participating in the General Meeting and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such Shareholder wish to do so.
8. The chairperson of the General Meeting may accept or reject any Form of Proxy (blue) not completed and/or received in accordance with these notes or with the Company's MOI.
9. A proxy appointment must be in writing, dated and signed in full by the relevant Shareholder on the prescribed Form of Proxy (blue), and any alteration or correction made to this Form of Proxy (blue) must be signed in full and not initialed by the signatory.
10. Documentary evidence establishing the authority of a person signing this Form of Proxy (blue) in a representative capacity (e.g. for a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this Form of Proxy (blue), unless previously recorded by Novus Holdings.
11. Where this Form of Proxy (blue) is signed under power of attorney, such power of attorney must accompany this Form of Proxy (blue), unless it has been registered by Novus Holdings or waived by the chairperson of the General Meeting.
12. Where Shares are held jointly, all joint holders are required to sign this Form of Proxy (blue).
13. A minor Shareholder must be assisted by his/her parent/guardian, unless the relevant documents establishing his/her legal capacity are produced or have been registered by Novus Holdings.
14. This Form of Proxy (blue) shall be valid at any resumption of an adjourned or postponed meeting to which it relates although this Form of Proxy (blue) shall not be used at the resumption of an adjourned or postponed meeting if it could not have been used at the General Meeting of Shareholders from which it was adjourned or postponed for any reason other than it was not lodged timeously for the meeting from which the adjournment took place.
15. This Form of Proxy (blue) shall in addition to the authority conferred by the Companies Act except insofar as it provides otherwise, be deemed to confer the power generally to act at the General Meeting of Shareholders in question, subject to any specific direction contained in this Form of Proxy (blue) as to the manner of voting.
16. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous legal incapacity of the principal, or the transfer of the Shares in respect of which the proxy is given, unless notification in writing of such legal incapacity or transfer as aforesaid shall have been received by Novus Holdings not less than 48 (forty eight) hours before the commencement of the meeting or adjourned meeting at which or before the voting is held by poll for which the instrument of proxy will be used.
17. Any proxy appointed pursuant to this Form of Proxy (blue) may not delegate her/his authority to act on behalf of the relevant Shareholder.
18. In terms of section 58(8) of the Companies Act, unless the proxy is revoked in terms of sections 58(4) and (5) of the Companies Act, an appointment of a proxy pursuant to this Form of Proxy (blue) remains valid only until the end of the General Meeting of Shareholders or any adjournment of such General Meeting or any postponed meeting.
19. Additional Forms of Proxy are available from the Transfer Secretaries on request.